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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**EX PARTE APPLICATION FOR ORDER
PURSUANT TO L.B.R. 9013-1(c)
AUTHORIZING OVERSIZE BRIEFING FOR
DEBTORS' OBJECTION TO JOINT
MOTION OF THE OFFICIAL COMMITTEE
OF TORT CLAIMANTS AND AD HOC
COMMITTEE OF SENIOR UNSECURED
NOTEHOLDERS TO TERMINATE THE
DEBTORS' EXCLUSIVE PERIODS
PURSUANT TO SECTION 1121(d)(1) OF THE
BANKRUPTCY CODE**

Related Document: Dkt. Nos. 3940, 4119

[No hearing requested]

PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby submit this *Ex Parte* Application (the “**Application**”), pursuant to Rule 9013-1(c) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”), for an order authorizing the Debtors to file an oversize brief in connection with the *Debtors’ Objection to Joint Motion of the Official Committee of Tort Claimants and Ad Hoc Committee of Senior Unsecured Noteholders to Terminate the Debtors’ Exclusive Periods Pursuant to Section 1121(d)(1) of the Bankruptcy Code* (the “**Objection**”)¹, which the Debtors filed on the date hereof.

MEMORANDUM OF POINTS AND AUTHORITIES

I. JURISDICTION

The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Bankruptcy Local Rule 5011-1(a). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

On January 29, 2019 (the “**Petition Date**”), the Debtors commenced with the Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

On February 12, 2019, the United States Trustee (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors (the “**Creditors Committee**”). On February 15, 2019, the U.S. Trustee appointed an Official Committee of Tort Claimants (the “**Tort Claimants Committee**”).

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Objection.

1 Additional information regarding the circumstances leading to the commencement
2 of the Chapter 11 Cases and information regarding the Debtors' businesses and capital structure is
3 set forth in the *Amended Declaration of Jason P. Wells in Support of the First Day Motions and*
4 *Related Relief* [Docket No. 263].

5 On September 19, 2019, the Tort Claimants Committee and the Ad Hoc Committee
6 of Senior Unsecured Noteholder of Pacific Gas and Electric Company (the "**Ad Hoc Committee**,"
7 together with the TCC, the "**Movants**") filed the *Joint Motion of the Official Committee of Tort*
8 *Claimants and Ad Hoc Committee of Senior Unsecured Noteholders to Terminate the Debtors'*
9 *Exclusive Periods Pursuant to Section 1121(d)(1) of the Bankruptcy Code* [Docket No. 3940] (the
10 "**Termination Motion**"). At least six joinders, responses, or other statements have already been
11 filed with respect to the Termination Motion (the "**Responses**"). At the hearing in these Chapter
12 11 Cases on September 24, 2019, the Court set October 4, 2019, as the deadline for the Debtors to
13 file their Objection to the Termination Motion. The hearing before the Court on the Termination
14 Motion is scheduled for October 7, 2019 at 9:30 a.m. (Pacific Time).

15 **III. OVERSIZE BRIEFING FOR THE OBJECTION IS WARRANTED**

16 Bankruptcy Local Rule 9013-1(c) provides that, "Unless the Court expressly orders
17 otherwise, the initial and response memoranda of points and authorities shall not exceed 25 pages of
18 text, and reply memorandum shall not exceed 15 pages of text." B.L.R. 9013-1(c).

19 The Debtors submit that sufficient cause exists for the Court to allow oversize briefing
20 for the Objection. The Termination Motion seeks extraordinary relief that, if granted, would have far-
21 reaching consequences on the administration of these Chapter 11 Cases. The Termination Motion
22 includes a 24-page term sheet for a proposed plan of reorganization, not including any of its exhibits.
23 The Movants also filed an amended plan term sheet on September 25, 2019 [Dkt. No. 4006]. To
24 adequately respond to the Termination Motion, the Debtors will need to discuss various provisions of,
25 and issues raised in, the Movants' term sheet to demonstrate the flaws and other infirmities in that plan
26 that all warrant denying the relief requested therein. In addition, it will be necessary for the Debtors
27 to respond in the Objection to any additional points raised by other parties in the Responses.
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1 Accordingly, the Debtors believe it is appropriate to request authority for the Objection
2 to exceed the 25 pages allowed under Bankruptcy Local Rule 9013-1(c).

3 **IV. NOTICE**

4 Notice of this Application will be provided to (i) the Office of the United States Trustee
5 for Region 17 (Attn: Andrew R. Vara, Esq. and Timothy Laffredi, Esq.); (ii) counsel to the Creditors
6 Committee; (iii) counsel to the Tort Claimants Committee; (iv) the Securities and Exchange
7 Commission; (v) the Internal Revenue Service; (vi) the Office of the California Attorney General; (vii)
8 the California Public Utilities Commission; (viii) the Nuclear Regulatory Commission; (ix) the Federal
9 Energy Regulatory Commission; (x) the Office of the United States Attorney for the Northern District
10 of California; (xi) counsel for the agent under the Debtors' debtor in possession financing facility; and
11 (xii) those persons who have formally appeared in these Chapter 11 Cases and requested service
12 pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice is required.

13 No previous request for the relief sought herein has been made by the Debtors to this
14 or any other court.

15 **WHEREFORE**, the Debtors respectfully request entry of an order authorizing the
16 Debtors to file the Objection to exceed 25 pages, but not to exceed 30 pages (exclusive of any
17 schedules or exhibits thereto and/or any declarations filed in connection therewith), and such other
18 and further relief as the Court may deem just and appropriate.

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20 Dated: October 4, 2019

WEIL, GOTSHAL & MANGES LLP

KELLER & BENVENUTTI LLP

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23 By: /s/ Stephen Karotkin
Stephen Karotkin

24 *Attorneys for Debtors and Debtors in Possession*
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